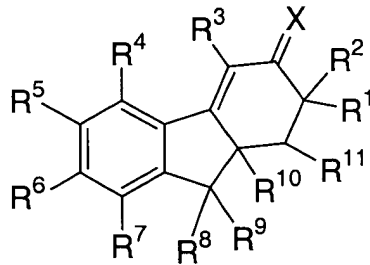


IN THE CLAIMS:

Please amend claim 1 with the clean version provided immediately below to read as follows:

1. (Amended) A compound of the formula:



wherein X is selected from the group consisting of: O, N-OR^a, N-NR^aR^b and C₁-6 alkylidene, wherein said alkylidene group is unsubstituted or substituted with a group selected from hydroxy, amino, O(C₁-4alkyl), NH(C₁-4alkyl), or N(C₁-4alkyl)₂;

R¹ is selected from the group consisting of hydrogen, C₁-6alkyl, C₂-6alkenyl, and C₂-6alkynyl, wherein said alkyl, alkenyl and alkynyl groups are either unsubstituted or substituted with a group selected from OR^c, SR^c, NR^bR^c, C(=O)R^c, C(=O)CH₂OH, or phenyl, wherein said phenyl group can either be unsubstituted or substituted with 1-3 substituents independently selected from the group consisting of C₁-4alkyl, OH, O(C₁-4alkyl), NH₂, NH(C₁-4alkyl), NH(C₁-4alkyl)₂, halo, CN, NO₂, CO₂H, CO₂(C₁-4alkyl), C(O)H, and C(O)(C₁-4alkyl);

R² is selected from the group consisting of hydrogen, hydroxy, iodo, O(C=O)R^c, C(=O)R^c, CO₂R^c, C₁-6alkyl, C₂-6alkenyl, and C₂-6alkynyl, wherein said alkyl, alkenyl and alkynyl groups are either unsubstituted or substituted with a group selected from OR^c, SR^c, NR^bR^c, C(=O)R^c, C(=O)CH₂OH, or phenyl, wherein said phenyl group can either be unsubstituted or substituted with 1-3 substituents independently selected from the group consisting of C₁-4alkyl, OH, O(C₁-4alkyl), NH₂, NH(C₁-4alkyl), NH(C₁-4alkyl)₂, halo, CN, NO₂, CO₂H, CO₂(C₁-4alkyl), C(O)H, and C(O)(C₁-4alkyl);

or R¹ and R², when taken together with the carbon atom to which they are attached, form a carbonyl group;
 or R¹ and R², when taken together, form a C₁₋₆ alkylidene group, wherein said alkylidene group is either unsubstituted or substituted with a group selected from the group consisting of hydroxy, O(C₁₋₄alkyl), N(C₁₋₄alkyl)₂, and phenyl, wherein said phenyl group can either be unsubstituted or substituted with 1-3 substituents independently selected from the group consisting of C₁₋₄alkyl, OH, O(C₁₋₄alkyl), NH₂, NH(C₁₋₄alkyl), NH(C₁₋₄alkyl)₂, halo, CN, NO₂, CO₂H, CO₂(C₁₋₄alkyl), C(O)H, and C(O)(C₁₋₄alkyl);

R³ is selected from the group consisting of fluoro, chloro, bromo, iodo, cyano, NR^aR^c, OR^a, C(=O)R^a, CO₂R^c, CONR^aR^c, SR^a, S(=O)R^a, SO₂R^a, C₁₋₁₀alkyl, C₂₋₁₀alkenyl, C₂₋₁₀alkynyl, C₃₋₇cycloalkyl, 4-7 membered heterocycloalkyl, cycloalkylalkyl, aryl, heteroaryl, arylalkyl, and heteroarylalkyl, wherein said alkyl, alkenyl, alkynyl, cycloalkyl, aryl and heteroaryl groups are either unsubstituted or independently substituted with 1, 2 or 3 groups selected from fluoro, chloro, bromo, iodo, cyano, OR^a, NR^aR^c, O(C=O)R^a, O(C=O)NR^aR^c, NR^a(C=O)R^c, NR^a(C=O)OR^c, C(=O)R^a, CO₂R^a, CONR^aR^c, CSNR^aR^c, SR^a, S(O)R^a, SO₂R^a, SO₂NR^aR^c, YR^d, and ZYR^d;

R⁴ is selected from the group consisting of hydrogen and fluoro;

R⁵ is selected from the group consisting of hydrogen, fluoro, chloro, bromo, methyl, amino, OR^b, OR^a, O(C=O)R^c, O(C=O)OR^c, and NH(C=O)R^c;

R⁶ is selected from the group consisting of hydrogen, fluoro, chloro, bromo, methyl, OR^b, OR^a, O(C=O)R^c, and O(C=O)OR^c;

R⁷ is selected from the group consisting of hydrogen, OR^b, NR^bR^c, fluoro, chloro, bromo, iodo, cyano, nitro, C₁₋₆alkyl, C₂₋₆alkenyl, CF₃, and CHF₂;

R⁸ and R⁹ are each independently selected from the group consisting of hydrogen, C₁₋₆alkyl, C₂₋₆alkenyl, and C₂₋₆alkynyl, or R⁸ and R⁹, when taken together with the carbon atom to which they are attached, form a 3-5 membered cycloalkyl ring,

or R⁸ and R⁹, when taken together with the carbon atom to which they are attached, form a carbonyl group;

R¹⁰ is selected from the group consisting of hydrogen, C₁₋₁₀alkyl, C₂₋₁₀alkenyl, C₂₋₁₀alkynyl, C₃₋₆cycloalkyl, cycloalkylalkyl, aryl, heteroaryl, arylalkyl and heteroarylalkyl, wherein said alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkylalkyl, aryl, heteroaryl, arylalkyl and heteroarylalkyl groups can be optionally substituted with a group selected from chloro, bromo, iodo, OR^b, SR^b, C(=O)R^b, or 1-5 fluoro,

or R¹⁰ and R¹, when taken together with the three intervening carbon atoms to which they are attached, form a 5-6 membered cycloalkyl or cycloalkenyl ring which can be optionally substituted with 1 or 2 groups selected from oxo, hydroxy, or C₁₋₆alkyl;

R¹¹ is selected from the group consisting of hydrogen and C₁₋₄alkyl;

R^a is selected from the group consisting of hydrogen, C₁₋₁₀alkyl, and phenyl, wherein said alkyl group can be optionally substituted with a group selected from hydroxy, amino, O(C₁₋₄alkyl), NH(C₁₋₄alkyl), N(C₁₋₄alkyl)₂, phenyl, or 1-5 fluoro, and wherein said phenyl groups can either be unsubstituted or substituted with 1-3 substituents independently selected from the group consisting of C₁₋₄alkyl, OH, O(C₁₋₄alkyl), NH₂, NH(C₁₋₄alkyl), NH(C₁₋₄alkyl)₂, halo, CN, NO₂, CO₂H, CO₂(C₁₋₄alkyl), C(O)H, and C(O)(C₁₋₄alkyl);

R^b is selected from the group consisting of hydrogen, C₁₋₁₀alkyl, benzyl and phenyl, wherein said phenyl group can either be unsubstituted or substituted with 1-3 substituents independently selected from the group consisting of C₁₋₄alkyl, OH, O(C₁₋₄alkyl), NH₂, NH(C₁₋₄alkyl), NH(C₁₋₄alkyl)₂, halo, CN, NO₂, CO₂H, CO₂(C₁₋₄alkyl), C(O)H, and C(O)(C₁₋₄alkyl);

R^c is selected from the group consisting of hydrogen, C₁₋₁₀alkyl and phenyl, wherein said phenyl group can either be unsubstituted or substituted with 1-3 substituents independently selected from the group consisting of C₁₋₄alkyl, OH, O(C₁₋₄alkyl), NH₂, NH(C₁₋₄alkyl),

NH(C₁₋₄alkyl)₂, halo, CN, NO₂, CO₂H, CO₂(C₁₋₄alkyl), C(O)H, and C(O)(C₁₋₄alkyl);

or R^a and R^c, whether or not on the same atom, can be taken together with any attached and intervening atoms to form a 4-7 membered ring;

R^d is selected from the group consisting of NR^bR^c, OR^a, CO₂R^a, O(C=O)R^a, CN, NR^c(C=O)R^b, CONR^aR^c, SO₂NR^aR^c, and a 4-7 membered N-heterocycloalkyl ring that can be optionally interrupted by O, S, NR^c, or C=O;

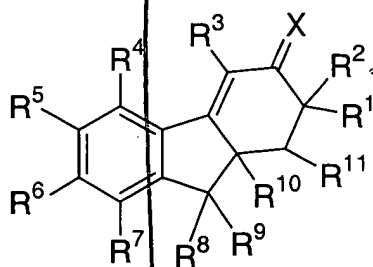
Y is selected from the group consisting of CR^bR^c, C₂₋₆ alkylene and C₂₋₆ alkenylene, wherein said alkylene and alkenylene linkers can be optionally interrupted by O, S, or NR^c;

Z is selected from the group consisting of O, S, NR^c, C=O, O(C=O), (C=O)O, NR^c(C=O) or (C=O)NR^c;

and the pharmaceutically acceptable salts thereof.

Please amend claim 2 with the clean version provided immediately below to read as follows:

2. (Amended) A compound of the formula:



wherein X is selected from the group consisting of O and N-OR^a;

R¹ is selected from the group consisting of hydrogen and C₁₋₆alkyl, wherein said alkyl group is either unsubstituted or substituted with a group selected from OR^c or C(=O)R^c;

R² is selected from the group consisting of hydrogen, hydroxy, iodo, and C₁₋₆alkyl, wherein said alkyl group is either unsubstituted or substituted with a group selected from OR^c or C(=O)R^c;

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R³ is selected from the group consisting of chloro, bromo, iodo, cyano, C₁-10alkyl, C₂-10alkenyl, aryl and heteroaryl, wherein said alkyl, alkenyl, aryl and heteroaryl groups are either unsubstituted or independently substituted with 1, 2 or 3 groups selected from fluoro, chloro, bromo, iodo, cyano, OR^a, NR^aR^c, C(=O)R^a, CO₂R^c, NR^aC(=O)R^c, CONR^aR^c, CSNR^aR^c, SR^a, YR^d, and ZYR^d;

R⁴ is selected from the group consisting of hydrogen and fluoro;

R⁵ and R⁶ are each independently selected from the group consisting of hydrogen, fluoro, O(C=O)R^c and OR^a;

R⁷ is selected from the group consisting of hydrogen, NR^bR^c, chloro, bromo, nitro and C₁-6alkyl;

R⁸ and R⁹ are each independently selected from the group consisting of hydrogen and C₁-6alkyl;
or R⁸ and R⁹, when taken together with the carbon atom to which they are attached, form a carbonyl group;

Al
R¹⁰ is selected from the group consisting of hydrogen, C₁-10alkyl, C₂-10alkenyl, C₃-6cycloalkyl and cycloalkylalkyl, wherein said alkyl, alkenyl, cycloalkyl and cycloalkylalkyl groups can be optionally substituted with a group selected from OR^b, SR^b, C(=O)R^b, or 1-5 fluoro;
or R¹⁰ and R¹, when taken together with the three intervening carbon atoms to which they are attached, form a 5-6 membered cycloalkyl ring which can be optionally substituted with C₁-6alkyl;

R¹¹ is selected from the group consisting of hydrogen and C₁-4alkyl;

R^a is selected from the group consisting of hydrogen, C₁-10alkyl, and phenyl, wherein said alkyl group can be optionally substituted with a group selected from hydroxy, amino, O(C₁-4alkyl), NH(C₁-4alkyl), N(C₁-4alkyl)₂, phenyl, or 1-5 fluoro;

R^b is selected from the group consisting of hydrogen, C₁-10alkyl, benzyl and phenyl;

R^c is selected from the group consisting of hydrogen and C₁-10alkyl and phenyl;
or R^a and R^c, whether or not on the same atom, can be taken together with any attached and intervening atoms to form a 4-7 membered ring;